

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF NORTH CAROLINA  
WESTERN DIVISION  
CASE NO. 5:24-cv-565**

ABC PHONES OF NORTH CAROLINA,	)
INC. d/b/a VICTRA,	)
	)
Plaintiff,	)
	)
v.	)
	)
STRAX AMERICAS, INC. and MATTER	)
BRANDS, LLC,	)
	)
Defendants.	)

**DECLARATION OF MARK SCHWENDIMAN**

Mark Schwendiman hereby declares under penalty of perjury pursuant to 28 U.S.C. § 1746, that the following is true and correct:

1. I am a Manager and the Chairman of the Board of Managers for Matter Brands, LLC (“Matter Brands”). I have been employed as a Matter Brands Manager since May 2018. I make this Declaration in support of Matter Brands’ Motion to Dismiss Plaintiff ABC Phones of North Carolina, Inc. d/b/a Victra’s (“Victra”) Complaint in the above-captioned action. This Declaration is based on personal knowledge that I have of the matters stated herein.
2. Matter Brands is a limited liability company organized under Delaware law, which maintains a principal place of business in Salt Lake City, Utah.
3. Matter Brands is in the business of selling technology accessories, including phone accessories.
4. None of Matter Brands’ members are residents of North Carolina.

5. Matter Brands is not registered, licensed, or otherwise authorized to do business in North Carolina.

6. Matter Brands has never had an office located in North Carolina.

7. Matter Brands does not own or lease any property in North Carolina.

8. Matter Brands has never had any officers, directors, employees, representatives, or agents located in North Carolina.

9. Matter Brands does not have any business operations in North Carolina.

10. In April 2024, Matter Brands purchased certain brands and related inventory and intellectual property from Strax Americas, Inc. (“Strax”) via an Asset Purchase Agreement (the “Asset Purchase Agreement”).

11. Negotiations for the Asset Purchase Agreement took place in and from Matter Brands’ office in Utah. No officer, employee, director, representative, or agent of Matter Brands was in North Carolina when they negotiated the Asset Purchase Agreement, which included in-person meetings, telephonic and electronic communications.

12. To my knowledge, none of the negotiators for Strax were ever located in North Carolina when they were negotiating the Asset Purchase Agreement.

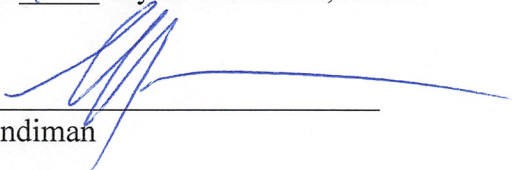
13. The consideration Matter Brands paid to Strax under the Asset Purchase Agreement was not paid to a bank account, individual, or entity located in North Carolina.

14. At all times during the negotiation, execution, and performance of the Asset Purchase Agreement, Matter Brands principal place of business has been in Utah.

15. When Matter Brands accepted the assets purchased under the Asset Purchase Agreement, it accepted them from Utah. Matter Brands continues to manage these assets from its principal place of business in Utah.

16. The negotiation, execution, and performance of the Asset Purchase Agreement all took place entirely outside of the State of North Carolina.

Executed this 17 day of December, 2024.

By:   
\_\_\_\_\_  
Mark Schwendiman  
Chairman  
Board of Managers  
Matter Brands, LLC